

F01000003399

NewCo Corporate Services, Inc.

Empire State Building
350 Fifth Avenue, Suite 6017
New York, NY 10118-6099

Telephone: (212) 220-3970

Internet Address: gerri350@aol.com

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -2 PM '02

March 27, 2002

Secretary of State of Florida
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

600005182776-8
-04/02/02--01037--016
*****35.00 *****35.00

RE: **ADP Z One, Inc.**
Change of Agent - Florida

Dear Sir/Madam:

Enclosed please find Certificate of Change of Registered Office/Registered Agent on behalf of the above entity.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll-free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely,

Gerri Miranda
Senior Specialist

Encls.

RA Chg.

CHECK # 14706 Amount \$ 35

V. SHEPARD APR 9 2002

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -2 PM 1:01

- 1. The name of the corporation : ADP Z ONE, INC.
- 2. The mailing address of the corporation : One ADP Blvd
Roseland, NJ 07068
- 3. Date of incorporation/qualification: 6/26/01 Document number: FO100003399

4. The name and address of the current registered agent and office:
CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)
NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] 3/19/02
(Signature of an officer, chairman or vice chairman of the board) (Date)
Robert J. Jensen Asst Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.
NRAI Services, Inc.

Geraldine Miranda 3/20/02
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
Geraldine Miranda Asst. Secy
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***